

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

**CI-35 report: (I) (a) Statement showing Shareholding Pattern**

**THOMAS COOK (INDIA) LIMITED**

Scrip Code : 500413

Scrip Symbol : THOMASCOOK

Class of security: Equity

Quarter End : 31-December,2011

<b>Partly paid-up shares:-</b>	<b>No. of partly paid-ip shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by Promoter / Promoters Group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities</b>	<b>As a % of total No. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by Promoter / Promoters Group	0	0	0
Held by public *	5915650	100.00	0.027
<b>Total *</b>	<b>5915650</b>	<b>100.00</b>	<b>0.027</b>
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by Promoter / Promoters Group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities *</b>	<b>217,923,012</b>		<b>100.00</b>



Category code (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage (IX)=(VIII) / (IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00
(b)	Central Government / State Governments(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any other (specify)							
	Sub-Total (A) (1)							
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	2	163,471,449	163,471,449	77.11	77.11	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A) (2)	2	163,471,449	163,471,449	77.11	77.11	0	0.00
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	2	163,471,449	163,471,449	77.11	77.11	0	0.00
<b>(B)</b>	<b>Public Shareholding</b>							
<b>(1)</b>	<b>Institutions</b>						N.A.	N.A.
(a)	Mutual Funds / UTI	7	2,507,922	2,501,522	1.18	1.18		
(b)	Financial Institutions / Banks	9	24,949	19,939	0.01	0.01		
(c)	Central Government / State Governments(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	1	504,475	504,475	0.24	0.24		
(f)	Foreign Institutional Investors	8	3,850,566	3,846,986	1.82	1.82		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Any Other (Specify)							
	Sub-Total (B) (1)	25	6,887,912	6,872,922	3.25	3.25		
<b>(2)</b>	<b>Non-Institutions</b>						N.A.	N.A.
(a)	Bodies Corporate	1,098	6,207,989	6,165,589	2.93	2.93		
(b)	Individuals							
(i)	Individual Shareholders holding nominal Share Capital upto Rs. 1 Lakh	48,230	33,562,826	30,575,616	15.83	15.83		
(ii)	Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	8	1,860,586	1,860,586	0.88	0.88		
(c)	Any Other (Specify)							
(i)	Trust	4	8,600	8,600	0.00	0.00		
(ii)	Directors & their relatives	2	8,000	8,000	0.00	0.00		
	Sub-total (B) (2)	49,342	41,648,001	38,618,391	19.64	19.64		
	Total Public Shareholding (B) = (B)(1)+(B)(2)	49,367	48,535,913	45,491,313	22.89	22.89		
	TOTAL (A)+(B)	49,369	212,007,362	208,962,762	100.00	100.00		
<b>(C)</b>	<b>Shares held by Custodians against which DRs are issued (GDR)</b>	0	0	0	0.00	0.00		
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00		
(2)	Public	0	0	0	0.00	0.00		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	49,369	212,007,362	208,962,762	0.00	100.00	0	0.00

\* 217923012 = 212007362 equity shares of Re. 1/- each + 319765 Class 'B' 0.001% Cumulative Convertible/ Redeemable Preference Shares of Rs. 10 each convertible into 3197650 equity shares of Re. 1 each [subject to occurrence of the specified event per the terms of scheme of amalgamation of LKP Forex Limited] + 271800 Class 'C' 0.001% Cumulative Convertible/ Redeemable Preference Shares of Rs. 10 each convertible into 2718000 equity shares of Re. 1 each [subject to occurrence of the specified event per the terms of scheme of amalgamation of LKP Forex Limited]



CLAUSE 35 OF EQUITY LISTING AGREEMENT

THOMAS COOK (INDIA) LIMITED

(1) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Script Code : 500413 Scrip Symbol : THOMASCOOK Class of security: Equity  
 Quarter ended : 31-December, 2011

Sr. No. (i)	Name of the Shareholder (ii)	Details of Shares Held			Encumbered Shares			Details of warrants			Details of convertible securities			Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares held (iii)	As a % of grand total (A)+(B)+(C) (iv)	No. (v)	As a percentage (vi)=(v)/(iii)* 100	As a % of grand total (A)+(B)+(C) of sub-clause (i)(a) (vii)	Number of warrants held (viii)	As a % total number of warrants of the same class (ix)	Number of convertible securities held (x)	As a % total number of convertible securities of the same class (xi)	(xii)			
1	TCIM LTD	118125000	55.72	0	0.00	0.00	0	0.00	0	0.00	0	0.00	54.20	
2	THOMAS COOK UK LIMITED	45346449	21.39	0	0.00	0.00	0	0.00	0	0.00	0	0.00	20.81	
	<b>TOTAL</b>	<b>163471449</b>	<b>77.11</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>75.01</b>	

(1) (c) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the Shareholder	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (i)(a) above)	Details of warrants			Details of Convertible securities			Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	% w.r.t total number of convertible securities of the same class		
1	THE INDIA FUND, Inc	2759945	1.30	0	0.00	0	0.00	0	0.00	1.27
2	Hotel Hans Pvt. Ltd.	2656770	1.25	0	0.00	0	0.00	0	0.00	1.22
	<b>TOTAL</b>	<b>5416715</b>	<b>2.55</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>2.49</b>

(1) (c) (ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

Sr. No.	Name(s) of the Shareholder(s) and the Persons Acting In Concert (PAC) with them	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (i)(a) above)	Details of warrants			Details of Convertible securities			Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	% w.r.t total number of convertible securities of the same class		
	<b>TOTAL</b>									

N.A.



**(I) (d) Statement showing details of locked-in-shares**

Sr. No.	Name of the Shareholder	Category of Shareholders (Promoters / Public)	Number of Locked-in Shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
.....N.A. ....				
TOTAL				

**(II) (a) Statement showing details of Depository Receipts (DRs)**

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
.....N.A. ....				
TOTAL				

**(II) (b) Statement showing Holding of Depository Receipts (DRs) where underlying shares held by 'Promoter / Promoter group' are in excess of 1% of the total number of shares**

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
.....N.A. ....				
TOTAL				



Name of the Company : THOMAS COOK ( INDIA ) LIMITED  
Scrip Code : 500413 Scrip Symbol : THOMASCOOK  
Quarter ended : 31st December, 2011

(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.

Category code (I)	Category of Shareholder (II)	Number of Voting Rights held in each class of securities		Total Voting Rights (III+IV) (V)	Total Voting Rights i.e. (VI)	
		Class B (III)	Class C (IV)		As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
(A)	<b>Shareholding of Promoter and Promoter Group</b>					
(1)	<b>Indian</b>					
(a)	Individuals / Hindu Undivided Family					
(b)	Central Government / State Governments(s)					
(c)	Bodies Corporate					
(d)	Financial Institutions / Banks					
(e)	Any Other (Trust)					
	<b>Sub-Total (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(2)	<b>Foreign</b>					
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)					
(b)	Bodies Corporate					
(c)	Institutions					
(d)	Any Other (specify)					
	<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) =</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(B)	<b>Public Shareholding</b>					
(1)	<b>Institutions</b>					
(a)	Mutual Funds / UTI					
(b)	Financial Institutions / Banks					
(c)	Central Government / State Governments(s)					
(d)	Venture Capital Funds					
(e)	Insurance Companies					
(f)	Foreign Institutional Investors					
(g)	Foreign Venture Capital Investors					
(h)	Any Other (specify)					
	<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(2)	<b>Non-Institutions</b>					
(a)	Bodies Corporate	319765	271800	591565.00	100.00	100.00
(b)	Individuals -					
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh					
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh					
(c)	Any Other (specify)					
	<b>Sub-total (B) (2)</b>	<b>319765</b>	<b>271800</b>	<b>591565.00</b>	<b>100.00</b>	<b>100.00</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>319765</b>	<b>271800</b>	<b>591565.00</b>	<b>100.00</b>	<b>100.00</b>
	<b>TOTAL (A)+(B)</b>	<b>319765</b>	<b>271800</b>	<b>591565.00</b>	<b>100.00</b>	<b>100.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>319765</b>	<b>271800</b>	<b>591565.00</b>	<b>100.00</b>	<b>100.00</b>

Note

Class B = 0.001% Class B Preference Shares of Rs. 10/- each fully paidup.

Class C = 0.001% Class C Preference Shares of Rs. 10/- each fully paidup.

